

P99000158048
LAW OFFICES OF
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OF COUNSEL TO:
ST. LOUIS & MARTINEZ, P.A.

June 21, 1999

VIA FEDERAL EXPRESS
OVERNIGHT DELIVERY

100002914021--6
-06/24/99-01040-014
****122.50 ****78.75

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
6-22-99

Re: **INTERNATIONAL COMMERCE SOLUTIONS, INC.**

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 1144, in the amount of \$122.50, made payable to the Florida Department of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Pedro A. Gonzalez

PAG/pag
Enclosures

FILED
99 JUN 24 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-22-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL COMMERCE SOLUTIONS, INC.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is International Commerce Solutions, Inc.. Its principal office and mailing address is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE II - DURATION

The effective date of this Corporation shall be June 22, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, providing consulting services to the government of the United States and foreign nations, domestic and foreign and governmental agencies, domestic and foreign corporations, businesses, and other legal entities, individuals and others on matters associated with, but not limited to, international trade, marketing and public relations.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2333 Ponce de Leon Boulevard – Suite 710, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Miriam M. Maroun	801 Brickell Avenue, 9 th Floor Miami, Florida 33131

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

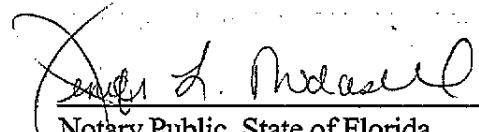
<u>Name</u>	<u>Address</u>
Pedro A. Gonzalez	2333 Ponce de Leon Boulevard Suite 710 Coral Gables, Florida 33134



Pedro A. Gonzalez,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

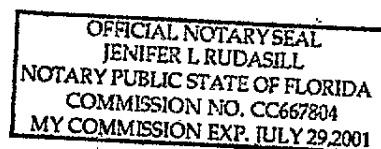
The foregoing Articles of Incorporation of International Commerce Solutions, Inc., were acknowledged before me this 22nd day of June, 1999, by Pedro A. Gonzalez, as Incorporator.



Notary Public, State of Florida

Name: _____
Commission Number: _____
My Commission Expires : _____

(Seal)



FILED
99 JUN 24 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for International Commerce Solutions, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: June 22, 1999.


Pedro A. Gonzalez